## FORM D



# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

8020	76
OMB APP	ROVAL
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated avera	ge burden

SEC USE ONLY					
Prefix		Serial			
DA	TE RECEIN	/ED			

hours per response . . . 16.00

Name of Offering ( check i	if this is an amendment and name has changed, and	indicate change.)
Series AA-2 Preferred Stock		
Filing Under (Check box(es) that	at apply): 🗆 Rule 504 🗆 Rule 505 🔀 Rule 50	06 Section 4(6) ULOE
Type of Filing:	g	RECEIVED
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requeste	ed about the issuer	
Name of Issuer (☐ check if the	his is an amendment and name has changed, and ind	licate change.) APR 05 202
Holiday RV Superstores, Inc.		MILO
Address of Executive Offices	(Number and Street, City, State, Zip Code	
200 E. Broward Street, Suite 920, Ft. La	auderdale, FL 33301	954-522-9903
	Operations (Number and Street, City, State, Zip Code	Telephone Number (Including Area Code)
(if different from Executive Office	.ces)	
Brief Description of Business		, Acces
The company is a multi-chain recre	eational dealership	
		DDACEGOR
Type of Business Organization		
	☐ limited partnership, already formed	□ other (please specify): 17 ADD 2 2 2000
☐ business trust	☐ limited partnership, to be formed	□ other (please specify): PAPR 2 3 2002
	Month Year	THOMSON
Actual or Estimated Date of Inc	corporation or Organization: 0 9 7 8	Actual □ Estimated FINANCIAL
	Organization: (Enter two-letter U.S. Postal Service a	abbreviation for State:
1	CN for Canada; FN for other foreign	1202

### **GENERAL INSTRUCTIONS**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - · Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

• Each general and managing partner of partnership issuers.		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		
Lemonis, Marcus		
Business or Residence Address (Number and Street, City, State, Zip Code)		
200 E. Broward Street, Suite 920, Ft. Lauderdale, FL 33301	1000	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer	□ Director	☐ General and/or Managing Partner
Managing Partner  Full Name (Last name first, if individual)  Lemonis, Marcus  Susiness or Residence Address (Number and Street, City, State, Zip Code)  100 E. Broward Street, Suite 920, Ft. Lauderdale, FL 33301  Check Box(es) that Apply:   Promoter   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Gunnell, Casey  Susiness or Residence Address (Number and Street, City, State, Zip Code)  100 E. Broward Street, Suite 920, Ft. Lauderdale, FL 33301  Check Box(es) that Apply:   Promoter   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  acocca, Lee  3 Suite 910, Los Angeles, CA 90024  Check Box(es) that Apply:   Promoter   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Sanders, Lee  3 Suite 910, Los Angeles, CA 90024  Check Box(es) that Apply:   Promoter   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Sanders, Lee  3 Suite 910, Dallas, TX 75201  Check Box(es) that Apply:   Promoter   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Sanders, Lee  3 Suite 910, Dallas, TX 75201  Check Box(es) that Apply:   Promoter   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Sanders, Lee  Suite 920, Ft. Meyers, Ft. 33919		
Gunnell, Casey		
Business or Residence Address (Number and Street, City, State, Zip Code)		
200 E. Broward Street, Suite 920, Ft. Lauderdale, FL 33301		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer	☑ Director	
Full Name (Last name first, if individual)		
Iacocca, Lee		
Business or Residence Address (Number and Street, City, State, Zip Code)	<u> </u>	
10900 Wilshire Boulevard, Suite 310, Los Angeles, CA 90024		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer	☑ Director	
Full Name (Last name first, if individual) Sanders Lee		
700 N. Pearl Street, suite 2170, Dallas, TX 75201		
	☑ Director	
Full Name (Last name first, if individual)		
Kamm, David		
Business or Residence Address (Number and Street, City, State, Zip Code)		
8191 College Parkway, Ste. 202, Ft. Meyers, FL 33919		
Check Box(es) that Apply: ☐ Promoter        Beneficial Owner ☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		
Recreational Holdings, Inc.		
Business or Residence Address (Number and Street, City, State, Zip Code)		<u></u>
4030 N.E. 25th Avenue, Lighthouse Point, FL 33064		
Check Box(es) that Apply: ☐ Promoter   Beneficial Owner ☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		
The Stephen Adams Living Trust UTA dated September 15, 1997		
Business or Residence Address (Number and Street, City, State, Zip Code)	1	
2575 Vista del Mar Drive, Ventura, CA 93001		
(Use blank sheet or copy and use additional copies of this sheet	as necessary	- · · <del></del>

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Arc Capital					
Business or Residence Addre	ess (Number a	nd Street, City, State, 2	Zip Code)		
10550 Fontenelle Way, Los Ar	ngeles, CA 90077				···
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
AGHI Finance Co. LLC					
Business or Residence Addre	ss (Number a	nd Street, City, State, 2	Zip Code)		
2575 Vista del Mar Drive, Ven	tura, CA 93001				
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)	·	······································		
Business or Residence Addre	ess (Number a	nd Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ss (Number a	nd Street, City, State,	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number a	nd Street, City, State,	Zip Code)	· • • • • • • • • • • • • • • • • • • •	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number a	nd Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addre	ess (Number a	nd Street, City, State, 2	Zip Code)		
	(Use blank sheet	, or copy and use additi	ional copies of this sheet	, as necessary.)	and the second s

				B. 11	NFORM/	ATION A	BOUT O	<u>FFERIN</u>	G				
1. Has t	he issuer s	old, or do	es the issu	er intend t	o sell, to n	ion-accred	ited invest	ors in this	offering?			Yes □	No 🕱
			Ans	wer also i	n Appendi	ix, Columi	n 2, if filin	g under U	LOE.				
2. What	is the min	imum inv						•			\$_	100,000	.00
												Yes	No
3. Does	the offerin	g permit j	oint owner	ship of a s	single unit	?							X
sion o to be list th	or similar re listed is an ne name of	muneration associate the broke	on for solicied person of or dealer.	itation of p or agent of . If more t	ourchasers a broker o han five (5	in connecti or dealer re 5) persons	on with sa egistered w to be listed	les of secur with the SE d are assoc	rities in the C and/or v	offering. with a state	If a person or states,		. ,,
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?													
Business o	r Residenc	e Address	(Number	and Street	, City, Sta	te, Zip Co	de)		-	<u>-</u>			
Name of A	ssociated l	Broker or	Dealer										
States in W	Which Perso	on Listed	Has Solici	ted or Inte	nds to Sol	icit Purcha	asers						
(Check "	'All States"	or check	individual	States)					,			□ A11 S	states
•													
							_					=	-
	[NE]	[NV]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[NC]	[ ND ]	[ OH ]	[ OK ]	[ OR ]	[PA	]
[ RI ]	[ SC ]	[ SD ]	[TN]	[ TX ]	[ UT ]	[ VT ]	[ VA ]	[ WA ]	[ WV ]	[ WI ]	[ WY ]	[ PR	]
Full Name	(Last nam	e first, if	individual)	1									
Business o	т Residenc	e Address	(Number	and Street	, City, Sta	te, Zip Co	de)						
Name of A	ssociated I	Broker or	Dealer										
States in V	Which Perso	on Listed	Has Solici	ted or Inte	ends to Sol	icit Purch	asers						
(Check "	'All States"	or check	individual	States)								□ All 5	States
•					[ CO ]	[CT]	[DE]	[DC]	[FL]	[ GA ]			
		[ IA ]	[KS]	[ KY ]	[LA]		[ MD ]	[ MA ]		[ MN ]	[ MS ]	-	_
[ MT ]	[ NE ]	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[ NC ]	[ ND ]	[ OH ]	[ OK ]	[ OR ]	[PA	]
					[UT]	[ VT ]	[ VA ]	[ WA ]	[ WV ]	[ WI ]	[ WY ]	[ PR	]
Full Name	(Last name	e first, if	individual)	l									
Business o	r Residenc	e Address	(Number	and Street	City Sta	te Zin Coo	de)			<u></u>			
			(		,, ,	,							
Name of A	ssociated I	Broker or	Dealer				<u></u> ,						
	71 1 4 30		TT 0 :::	. 1 -	1								
States in V	Vhich Perso	on Listed	Has Solicit	ted or Inte	ends to Sol	icit Purcha	asers						
,		or check		States)								□ All S	states
[ RI ]	[ SC ]	[ SD ]	[TN]	[TX]	{ UT }	[VT]	[ VA ]	[ WA ]	[ WV ]	[ WI ]	[ WY ]	PR	1

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

AIR. J. ZUUZ J. IJAM UMIRIUU

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	<b>\$</b>
	Equity	\$	\$
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$ 3,100,000.00
	Partnership Interests	S	\$
	Other (Specify)	s	\$
	Total	s	\$ 3,100,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$_3,100,000.00
	Non-accredited Investors	0	\$
	Total (for filings under Rule 504 only)	2	\$_3,100,000.00
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505	·	<b>\$</b>
	Regulation A		\$
	Rule 504		s
	Total		\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$150,000.00
	Accounting Fees	🗖	\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)	_	\$
	Total		\$150,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the -150,000.00 "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers. Directors, & Payments To Affiliates Others 2 🗆 \_\_\_\_ Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Other (specify): \_ D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Holiday RV Superstores, Inc. March 25, 2002 Title of Signer Print or T /pe) Casey Gunnell President

Name of Signer (Print or Type)

**ATTENTION -**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?						
	See Appendix, Column 5, for state response.					
2.	<ol><li>The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this Form D (17 CFR 239.500) at such times as required by state law.</li></ol>	s notice is filed,	a noti	ce on		
3.	<ol><li>The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, ir issuer to offerees.</li></ol>	nformation furni	shed l	y the		
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer of this exemption has the burden of establishing that these conditions have been satisfied.					
	ne issuer has read this notification and knows the contents to be true and has duly caused this notice to be dersigned duly authorized person.	signed on its be	ehalf t	y the		
	suer (Print or Type) Signature	Date				
Hol	oliday RV Superstores, Inc.	March 25, 2002				
Nam	ome (Print or Type)  Title (Print or Type)					

President

E. STATE SIGNATURE

### Instruction:

Casey Gunnell

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

1	2		3		4.				5		
	to non-a	I to sell accredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULO (if yes, attach explanation of waiver granted) (Part E-Item1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL											
AK											
AZ											
AR											
CA		×	Series AA-2 Preferred Stock, Warrants and	2	3,100,000.00		3,100,000.00				
СО			Covertible debt								
СТ											
DE											
DC											
FL											
GA		,									
HI											
ID											
IL											
IN											
IA											
KS											
KY											
LA											
ME											
MD											
MA											
MI					<u> </u>						
MN											
MS											
МО											

APPENDIX

1	:	2	3			5			
	to non-a	to sell ccredited s in State -Item 1)	Type of security and aggregate ceredited offering price Type of investor and in State offered in state (Part C-Item 1) (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item1)		
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
MT									
NE							· · · · · · · · · · · · · · · · · · ·		
NV									
NH									
NJ									
NM									
NY	§ 								
NC							:		
ND									
ОН									
ОК									
OR									
PA									
RI									
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TN									
·TX									
UT									
VT									
VA									
WA									
wv									
WI									
WY							<del> </del>		
PR									